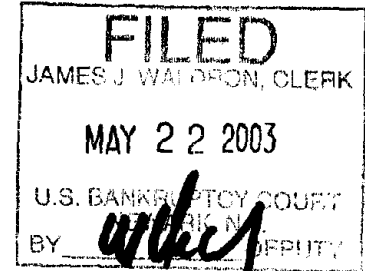


UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY
Caption in Compliance with D.N.J. LBR 9004-2(c) MS - 4088 WU - 1187 COLE, SCHOTZ, MEISEL, FORMAN & LEONARD, P.A. 25 Main Street Hackensack, NJ 07601 (201) 489-3000 (201) 489-1536 Telecopier Proposed Attorneys for Jazz Photo Corp., Debtor-in-Possession
In the Matter of: JAZZ PHOTO CORP., Debtor-in-Possession.



Case No. 03-26565

Hearing Date: 5/22/03

Judge: M. STERN

**ORDER AUTHORIZING DEBTOR TO HONOR ITS REBATE OBLIGATIONS FOR
PRE-PETITION SALES**

The relief set forth on the following pages, number two (2) through three (3) is hereby
ORDERED.

5/22/03

M. Stern

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Debtor: JAZZ PHOTO CORP.
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OBLIGATIONS FOR PRE-PETITION SALES

THIS MATTER having been opened to the Court by Jazz Photo Corp., the within debtor and debtor-in-possession (the "Debtor"), by and through its proposed counsel, Cole, Schotz, Meisel, Forman & Leonard, P.A., upon a motion for an Order authorizing the Debtor to honor, and directing financial institutions to honor checks relating to the Debtor's rebate obligations for pre-petition sales (the "Motion"); and good and sufficient notice of the hearing on the Motion having been given in accordance with the Order for Expedited Consideration previously entered by the Court, as evidenced by the Affidavit of Service filed by the Debtor's counsel; and the Court having held a hearing on the date hereof, and having considered the moving papers, the opposition thereto, if any, and the arguments of counsel; and good cause appearing for the entry of this Order,

IT IS ORDERED as follows:

1 The Debtor is hereby authorized and empowered, but not directed, in its sole and absolute discretion, to satisfy in the ordinary course of business the Debtor's rebate obligations for pre-petition sales of the Debtor's products.

2 The relief granted herein shall not be deemed as an assumption or an authorization to assume any executory contract by the Debtor pursuant to Section 365 of the Bankruptcy Code.

3 Any and all financial institutions honoring the aforementioned obligations for the Debtor's pre-petition sales rebate obligations are authorized and directed to receive, process, honor and pay all checks, drafts, and automatic clearing house and wire transfers drawn on the Debtor's bank accounts to the extent authorized herein and directed by the Debtor, whether

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presented, drawn or issued before or after the commencement of the bankruptcy case for payment by the holder thereof, provided that sufficient funds, whether deposited prior to or subsequent to the commencement of the bankruptcy case, are in, or otherwise are available pursuant to the Debtor's cash management system to fund, the relevant bank accounts to cover and permit payment thereof.

4 The Debtor is hereby authorized (consistent with this Order) to issue post-petition checks (or electronic fund transfers) in payment of pre-petition rebate obligations for eligible rebates covered by a check that is dishonored or rejected as a consequence of the commencement of this bankruptcy case.

5 The Debtor's counsel shall serve a copy of this Order on all parties-in-interest by regular mail within seven (7) days hereof.